EXHIBIT B

Case 5:07-cv-03225-RS Document 67-3 Filed 02/08/2008 Page 2 of 74 Document 57 Filed 01/22/2008 Page 1 of 16 Case 5:07-cv-03225-RS ANNETTE L. HURST (State Bar No. 148738) DANIEL N. KASSABIAN (State Bar No. 215249) 2 ELENA M. DIMUZIO (State Bar No. 239953) 3 HELLER EHRMAN LLP 333 Bush Street San Francisco, California 94104-2878 Telephone: +1.415.772.6000 Facsimile: +1.415.772.6268 Annette.Hurst@HellerEhrman.com 6 E-mail: Daniel.Kassabian@HellerEhrman.com 7 Elena.DiMuzio@HellerEhrman.com 8 Attorneys for Plaintiff 9 LAUREATE EDUCATION, INC. 10 UNITED STATES DISTRICT COURT 11 NORTHERN DISTRICT OF CALIFORNIA 12 SAN JOSE DIVISION 13 Case No.: C 07-3225 RS LAUREATE EDUCATION, INC., a Maryland corporation, FIRST AMENDED COMPLAINT 15 FOR INJUNCTIVE RELIEF AND Plaintiff, 16 **DAMAGES** ٧. 17 **JURY DEMAND** TEACHSCAPE, INC., a Delaware corporation 18 19 Defendant. 20 21 Plaintiff Laureate Education, Inc. (hereinafter referred to as "Laureate") alleges 22 against Defendant Teachscape, Inc. ("Teachscape") as follows: 23 JURISDICTION AND VENUE 24 The Court has jurisdiction over this action pursuant to 28 U.S.C. §§ 1331 and 25l 1. 1338 because this is an action for copyright infringement under the Copyright Act, 17 26 U.S.C. §§ 101 et seq. 27 28 Ehrman LLP Case No. C 07-3225 RS FIRST AM. COMPL. FOR INJ. RELIEF & DAMAGES; JURY DEMAND

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- "Canter").
- One of Laureate's and Canter's distance-delivered education master's degree 8. program offerings is their Master in the Art of Teaching ("MAT") program offered through Canter's educational institution partner, Marygrove College ("Marygrove"), that dates back to 1994.

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- 9. During its relationship with Marygrove, Canter developed a specialized master's degree program, and in particular a MAT program with a focus on Curriculum, Instruction and Assessment ("Canter's CIA Degree Program") that was offered to teachers through Marygrove. The development of Canter's CIA Degree Program was accomplished at great cost and effort to Canter. In addition, development and accreditation of Canter's CIA Degree Program for a Marygrove master's degree took 24 months.
- 10. With funding and approval from Laureate, and pursuant to Canter's proprietary and confidential research, in the 2001 through 2004 time-frame Canter developed several specialized programs for master's degrees in various subject areas, including a specialization in Elementary Reading and Literacy, for Grades K-6 ("Laureate's Reading Degree Program"), and two specializations in Mathematics, with one for Grades K-5 and one for Grades 6-8 (collectively, "Laureate's Math Degree Programs"), in addition to Canter's CIA Degree Program, which it assigned to Laureate. The development of Laureate's Reading and Math Degree Programs, including the creation of video and written materials for the courses in these programs, was accomplished at great cost and effort to Laureate and Canter.
- 11. The distance-delivered education master's degree programs and graduate courses developed by Laureate and Canter, including Laureate's Reading and Math Degree Programs, contain wholly original material and are copyrightable subject matter under the laws of the United States. The following copyrights (hereinafter referred to collectively as "AudioVisual and Online Course Materials"), organized by specialization specific course materials and then "core" course materials that are common to all programs, are duly owned by Laureate and were registered on April 10, 2007:
 - (b) <u>Laureate's Reading Degree Program Materials for Grades K-6</u>
 - Foundation of Reading and Literacy Development
 Title: Foundation of Reading and Literacy Development;
 Class: Literary Work; No. TX 6-524-266
 Title: Foundations of Reading and Literacy; Class: Performing Arts; No. PA 1-367-175

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1	(2)	Strategies for Liter	racy Instruction, Par	rt I
2		Title: Strategies for Work; No. TX 6-5	r Literacy Instructio 24-267	on, Part I; Class: Literary
3		Title: Strategies fo	r Literacy Instruction Arts; No. PA 1-367	on, Part I; -176
4	(3)		racy Instruction, Par	
5	`,		r Literacy Instructio	n, Part II; Class: Literary
6		Title: Strategies fo Class: Performing	r Literacy Instructio Arts; No. PA 1-367	n, Part II; -177
7	(4)	Supporting the Str	_	
8	, ,	••	he Struggling Reade	er; Class: Literary Work;
9		Title: Supporting t No. PA 1-367-178	the Struggling Reade	er; Class: Performing Arts
	(5)	Planning and Man	naging the Classroor	n Literacy Program
11 12	, ,	Title: Planning and Class: Literary Wo	d Managing the Clasork; No. TX 6-524-2	sroom Literacy Program 64
13		Title: Planning and Class: Performing	d Managing the Clas Arts; No. PA 1-367	ssroom Literacy Program -179
14	(b) <u>Laure</u>	eate's Math Degree	Program Materials f	or Grades K-5
1 -	(6)	Elementary Mathe	ematics: Number and	d Operations
15 16		Title: Elementary Class: Literary Wo	Mathematics: Numbork; No. TX 6-524-2	per and Operations; 262
17		Title: Elementary Grades K-5; Class	Mathematics: Numb :: Performing Arts; N	per and Operations, No. PA 1-367-181
18	(7)	Elementary Mathe	ematics: Geometry a	nd Measurement
19		Title: Elementary Class: Literary Wo	Mathematics: Geomork; No. TX 6-524-2	etry and Measurement; 260
20		Title: Elementary Grades K-5; Class	Mathematics: Geomatics: Performing Arts; N	netry and Measurement, No. PA 1-367-182
21	(8)	Elementary Mathe	ematics: Algebra	
22		Title: Elementary No. TX 6-524-259		ora; Class: Literary Work
23		Title: Algebra, Gra No. PA 1-367-183	ades K-5; Class: Per	forming Arts;
24	(9)	Elementary Mathe	ematics: Data Analy.	sis and Probability
25	, ,	Title: Elementary Class: Literary Wo	Mathematics: Data a ork; No. TX 6-524-2	Analysis and Probability; 253
26 27		Title: Elementary Grades K-5; Class	Mathematics: Data .s: Performing Arts; N	Analysis and Probability, No. PA 1-367-184
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	FIRST AM. COMPL. FOR INJ.	4		Case No. C 07-3225 l

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1	(c) <u>Laure</u>	eate's Math Degree Program Materials for Grades 6-8						
2	(10)	Number and Operations, Grades 6-8						
3		Title: Number and Operations, Grades 6-8; Class: Literary Work; No. TX 6-524-254						
4		Title: Number and Operations, <i>Grades 6-8</i> ; Class: Performing Arts; No. PA 1-367-185						
5	(11)	•						
6		Title: Geometry and Measurement, Grades 6-8; Class: Literary Work; No. TX 6-524-255						
7		Title: Geometry and Measurement, Grades 6-8; Class: Performing Arts; No. PA 1-367-186						
8	(12)	_						
9		Title: Algebra, Grades 6-8; Class: Literary Work; No. TX 6-524-257						
10		Title: Algebra, Grades 6-8; Class: Performing Arts; No. PA 1-367-187						
i	(13)	Data Analysis and Probability, Grades 6-8						
12 13		Title: Data Analysis and Probability, Grades 6-8; Class: Literary Work; No. TX 6-524-256						
14		Title: Data Analysis and Probability, Grades 6-8; Class: Performing Arts; No. PA 1-367-188						
15	(d) <u>Core Course</u>	e Materials For Laureate's Reading And Math Degree Programs						
- 1	(14)							
16 17		Title: Teacher As Professional; Class: Literary Work; No. TX 6-524-269						
18		Title: Teacher As Professional; Class: Performing Arts; No. PA 1-367-173						
19	(15)	Effective Teaching Using Learning Styles and Multiple Intelligences						
20		Title: Effective Teaching Using Learning Styles and Multiple Intelligences; Class: Literary Work; No. TX 6-524-272						
21		Title: Effective Teaching Using Learning Styles and Multiple Intelligences; Class: Performing Arts; No. PA 1-367-172						
22	(16)	Instructional Models and Strategies						
23	· •	Title: Instructional Models and Strategies; Class: Literary Work No. TX 6-524-265						
24 25		Title: Instructional Models and Strategies; Class: Performing Arts; No. PA 1-367-174						
	(17)							
26 27	, ,	Title: Designing Curriculum, Instruction and Assessment, Part Class: Literary Work; No. TX 6-524-258						
28		Title: Designing Curriculum, Instruction, and Assessment, Part I; Class: Performing Arts; No. PA 1-367-790						
LLP		5						
	FIRST AM. COMPL. FOR INI.	RELIEF & DAMAGES; JURY DEMAND Case No. C 07-3225 R						

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very familiar with Laureate's Reading Degree Program and its contents while they were in

development and were not publicly known. Upon information and belief, Ms. DeHart

afterward was, and/or currently is, employed by or an independent contractor of

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(2) Brenda Pope-Ostrow: Ms. Pope-Ostrow was formerly employed by Canter from January 2001 through October 2005, most recently as a Director, Editorial Services. As a Director, Editorial Services, Ms. Pope-Ostrow developed and edited written course materials for Laureate's Reading and Math Degree Programs. Ms. Pope-Ostrow was very familiar with the contents of these programs while they were in development and were not publicly known. Upon information and belief, Ms. Pope-Ostrow afterward was, and/or currently is, employed by or an independent contractor of Teachscape.

- December 1991 through April 2004, most recently as its Vice President, Distance Learning Masters Programs. As an executive overseeing Canter's business in distance-delivered master's degree programs, Ms. Jaivin partook in critical aspects of this business. Ms. Jaivin was part of the group of Canter executives that strategized over and formulated Canter's business plans in the 2001 through 2004 time-frame, which resulted in Laureate's Reading and Math Degree Programs. Thus, Ms. Jaivin was familiar with the content of these programs while they were in development and were not publicly known. Ms. Jaivin also negotiated Canter's contract with Marygrove for providing master's degree programs and graduate course programs. Upon information and belief, Ms. Jaivin afterward was, and is currently, employed by Teachscape as a Vice President, Higher Education.
- (4) Hae Young Kim: Ms. Kim was formerly employed by Canter from June 1998 through September 2004, most recently as its Vice President, Graduate Courses. As an executive overseeing Canter's business in distance-delivered graduate course programs, Ms. Kim also was part of the group of Canter executives that strategized over and formulated Canter's business plans in the 2001 through 2004 time-frame, which resulted in Laureate's Reading and Math Degree Programs. Thus, Ms. Kim also was familiar with the content of these programs while they were in development and were not publicly known. Upon information and belief, Ms. Kim afterward was, and/or is currently, employed by Teachscape as Vice President, Sales & Marketing, Higher Education.

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- Mike Soules: Mr. Soules was formerly employed by Canter from June (5) 1 1998 through September 2004, most recently as its Vice President, Business Development. 2 As an executive overseeing Canter's business development for distance-delivered programs, Mr. Soules also was part of the group of Canter executives that strategized over and formulated Canter's business plans in the 2001 through 2004 time-frame, which resulted in Laureate's Reading and Math Degree Programs. Thus, Mr. Soules also was familiar with the content of these programs while they were in development and were not publicly known. Upon information and belief, Mr. Soules afterward was, and/or currently is, 8 employed by Teachscape as General Manager, Higher Education. 9
 - As described in part above, among Canter's Former Employees are several of 13. Canter's long-term, key employees who were integral to the development of Canter's education master's degree programs and graduate courses for teachers. However, in 2004 through 2005, these individuals had obtained positions at Teachscape.
 - Before hiring Canter's Former Employees, Teachscape had not offered a 14. master's degree program or even graduate level course program in teaching. Within months of employing Ms. DeHart and Ms. Pope-Ostrow, however, in early 2006 Teachscape marketed graduate level courses and then in September 2006 it marketed masters degree programs in teaching with a specialization in Reading and Literacy for Grades K-6 ("Teachscape's Reading Degree Program"), two specializations in Mathematics, with one for Grades K-5 and one for Grades 6-8 (collectively, "Teachscape's Math Degree Programs"), and a specialization in Curriculum, Instruction, and Assessment ("Teachscape's CIA Degree Program").
 - Specifically, in or around September 2006, Teachscape began to market its 15. Reading, Math, and CIA Degree Programs, with courses starting in 2007, as being offered through Marygrove, the same educational institution that was offering Canter's CIA Degree Program at that time. The program curriculum and courses for Teachscape's Reading and Math Degree Programs, now currently offered through Marygrove, are set forth in the web pages attached as Exhibit B. For reasons explained in paragraph 18 below, Teachscape later

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withdrew its CIA Degree Program and that program is not currently being offered through Marygrove.

- otherwise used information obtained by Canter's Former Employees, including Ms. DeHart, Ms. Pope-Ostrow, Ms. Jaivin, Ms. Kim, and Mr. Soules as a result of their employment with Canter in creating Teachscape's master's degree programs and corresponding course materials, given that these individuals were not only familiar with Laureate's Reading and Math Degree Programs, but took part in their development. In addition, Canter's own experience with developing master's degree programs and course materials for those programs is that it requires at least 18-24 months to develop such a program and obtain necessary approvals for its use by an accredited educational institution. On information and belief, Teachscape developed three master's degree programs, negotiated a contract with a educational institution partner to offer those programs, developed a marketing strategy, and began marketing its master's degree programs in or around a year's time. In addition, Teachscape developed and marketed its first graduate courses in or around 6 months.
- 17. Although not subject matter of copyright protection in and of themselves,
 Teachscape's Reading and Math Degree Programs have program specializations, structures,
 and course subject matters that are very similar to those of Laureate's Reading and Math
 Degree Programs, respectively, as shown below:

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18. As a result of the conduct alleged above, in addition to the other wrongful acts of misappropriation of trade secrets, intentional interference with prospective economic relationship, intentional interference with contract, false advertising and unfair competition, as alleged in the initial Complaint For Injunctive Relief and Damages filed in this action but not asserted in this Court at this time, Laureate and Canter separately contacted Teachscape and Marygrove in the Fall of 2006 and inquired about Teachscape's Math, Reading, and CIA Degree Programs that Teachscape intended to launch through Marygrove in early 2007. At that time, Marygrove denied the existence of any relationship between itself and Teachscape. Teachscape, on the other hand, did not deny the relationship because it had publicly advertised the existence of such. Teachscape, however, denied any wrongdoing. Irrespective of their inconsistent positions, Teachscape and Marygrove discontinued offering Teachscape's CIA Degree Program, but a few months later resumed offering Teachscape's Reading and Math Degrees, as set forth in Exhibit B.

- 19. Teachscape's course materials for Teachscape's Reading and Math Degree Programs, including drafts thereof, are not available to the general public. At best, only some of these materials are available to teachers that are students currently enrolled in those programs through Marygrove. Only the entire set of materials would be available to a single individual once that person had completed the entire program. Absent consent, the only means by which Laureate could obtain some of the materials was through a pretext carried out over a significant period of time, which Laureate deemed inappropriate.
- 20. Laureate therefore has repeatedly requested that Teachscape provide to Laureate, pursuant to a confidentiality agreement if necessary, copies of Teachscape's course materials, including drafts. Under Ninth Circuit law and per the rulings of this Court, the absence of a final version that is substantially similar to a copyrighted work does not negate liability for copyright infringement as evidenced in draft versions or other intermediate copying. *See Walker v. Univ. Books, Inc.*, 602 F.2d 859, 864 (9th Cir. 1979) (reversing district court ruling that blueprint for final product could not infringe, and holding that the fact that "an allegedly infringing copy of a protected work may itself be

only an inchoate representation of some final product to be marketed commercially does not in itself negate the possibility of infringement. The question is not whether the [accused infringers] utilized the blueprints as merely a step in the manufacture of their cards but whether they unauthorizedly utilized [the copyrighted] work in the manufacture of their blueprints."); see, e.g., Cinebase Software, Inc. v. Media Guar. Trust, Inc., No. C98-1100 FMS, 1998 WL 661465 (N.D. Cal. Sept. 22, 1998) ("Defendants argue that this claim should be dismissed because plaintiffs have not adequately identified the product with which defendant is allegedly infringing plaintiff's copyrights. They argue further that the dismissal should be with prejudice because all parties agree that defendant does not currently have a product that plaintiff could identify. First, the lack of a completed marketable product does not defeat plaintiff's copyright claim. Section 106 protects a copyright owner from another's reproduction of the copyrighted work or preparation of derivative works based upon the copyrighted work as well as from the distribution of copies to the public. 17 U.S.C. § 106. Defendants' completion of their product is therefore not a prerequisite to a copyright infringement claim. Second, the Court does not agree with defendant that there is a heightened pleading standard in copyright infringement cases. [citation omitted] Rule 8 simply requires that a plaintiff provide a defendant with adequate notice of the subject of the claims to allow the defendant to respond. Here, defendant does not yet have a finished product, but all parties agree that it is quite far along in the development of a software program designed to manage digital media. As there is no ambiguity regarding the product plaintiff refers to in the First Amended Complaint, the Court finds that plaintiff has met the requirement of Rule 8.")

21. Teachscape consistently has refused to provide any materials under any form of confidentiality order, claiming that to do so would overburden it. In October 2006, Laureate limited its request to the earliest available draft and final version—i.e., latest version, or published version if publication has occurred—of the materials for those specific courses identified in paragraph 25 below. Consistent with its conduct to date, however, Teachscape refused to provide even first drafts, or to provide any final course materials.

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The parties' correspondence regarding Laureate's limited request is attached hereto as Exhibit C.

- 22. Following Teachscape's refusal, on October 15, 2007, Laureate served requests for production, pursuant to Federal Rule of Civil Procedure 34, seeking the earliest available draft and final version of the materials for courses identified in paragraph 25 below. In its response to these requests on November 16, 2007, Teachscape indicated it "would not produce any such information absent entry of a protective order" and further qualified by agreeing to produce these materials only if "the Court should deny Teachscape's Motion to Dismiss" pending at the time. At the same time, Teachscape refused to negotiate a protective order so that the confidentiality of materials could be maintained, opposed a motion by Laureate for entry of a protective order, and has refused to participate in the discovery process while its motion to dismiss was pending or granted, the latter of which is contrary to Ninth Circuit law. See Telluride Mgmt. Solutions, Inc. v. Telluride Inv. Group, 55 F.3d 463, 466 (9th Cir. 1995).
- 23. In light of Teachscape's wrongful acts of misappropriation of trade secrets, intentional interference with prospective economic relationship, intentional interference with contract, false advertising and unfair competition, as alleged in the initial Complaint For Injunctive Relief and Damages that will be pursued in another forum, combined with other acts alleged herein, including Teachscape's refusal to provide access to the materials at issue despite Laureate's demands and discovery requests, Laureate has conducted a reasonable pre-filing inquiry into the similarity of Teachscape's materials to its own copyrighted works. Laureate has therefore met its duty of reasonable inquiry imposed by Federal Rule of Civil Procedure 11. See Hoffman-LaRoche Inc. v Invamed Inc., 213 F.3d 1359 (Fed. Cir. 2000); Intamin, Ltd. v. Magnetar Techs. Corp., 483 F.3d 1328 (Fed. Cir. 2007).
- 24. Accordingly, as set forth herein, Laureate has a reasonable basis to infer that, at least as of September 2006, Teachscape has been infringing Laureate's registered

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1	copyrights in its AudioVisual and Online Course Materials by making copies and derivative									
2	works therefrom, in violation of the Copyright Act, 17 U.S.C. §§ 101 et seq.									
3	25. It is reasonable to infer for the reasons set forth herein that Teachscape has									
4	invaded one or more of the exclusive rights afforded Laureate under 17 U.S.C. § 106 with									
5	respect to Teachscape's following course materials:									
6	Specialized Courses for Teachscape Reading Degree for Grades K-6:									
7	Foundations of Reading and Literacy									
8	The Reading and Writing Connection									
9	Reading in the Content Areas									
10	Assessment & Intervention for Struggling Readers									
11	Specialized Courses for Teachscape Math Degree for Grades K-5:									
12	 Problem Solving and Number & Operations, Grades K-5 									
13	Measurement and Geometry, Grades K-5									
14	Algebra, Grades K-5									
15	Data Analysis and Probability, Grades K 5									
16	Specialized Courses for Teachscape Math Degree for Grades 6-8:									
17	 Problem Solving and Number & Operations, Grades 6-8 									
18	Measurement and Geometry, Grades 6-8									
19	• Algebra, Grades 6-8									
20	Data Analysis and Probability, Grades 6 8									
21	Core Courses Common To All Degrees:									
22	Teacher as Leader									
23	Understanding Teaching and Learning									
24	Instructional Design									
25	Effective Assessment									
26	Teacher as Researcher									
27	Meeting the Needs of All Students									
28										
- 11	, I									

- 26. Teachscape's conduct has deprived, and continues to deprive, Laureate of the benefits of licensing the AudioVisual and Online Course Materials to Canter's educational institution partners, such as Marygrove. Teachscape has further been unjustly enriched by its copying and use of the AudioVisual and Online Course Materials, and works derived therefrom in its business.
- 27. By reason of Teachscape's acts alleged herein, Laureate has suffered damage in an amount to be proved at trial.
- 28. Teachscape threatens to continue to do the acts complained of herein, and unless restrained and enjoined will continue to do so, all to Laureate's irreparable damage. Laureate does not have an adequate remedy at law to compensate it for injuries threatened. Laureate is therefore entitled to an injunction restraining Teachscape, its officers, agents and employees, and all persons acting in concert with it, from engaging in further acts in violation of the Copyright Act.

PRAYER FOR RELIEF

- 29. WHEREFORE, Laureate prays as follows:
- A. For a judgment pursuant to 17 U.S.C. § 501 that Teachscape has infringed Laureate's copyrights in the AudioVisual and Online Course Materials;
- B. For an entry of preliminary and permanent injunctive relief pursuant to 17 U.S.C. § 502 enjoining and restraining Teachscape, its offices, directors, agents, servants, employees and all other persons in privity or acting in concert with it from further infringing any Laureate's copyrights as described herein and any others, by directly or indirectly using, selling, offering to sell, licensing, offering to license, disclosing, distributing, or making derivatives, thereof;
- C. For entry of relief impounding and/or destruction of all infringing articles and derivatives thereof, pursuant to 17 U.S.C. § 503;
- D. For a finding that the infringement by Teachscape was willful, and for an award that accounts for its willful infringement, pursuant to 17 U.S.C. § 504;

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1	E. For an accounting of all of Teachscape's profits attributable to the								
2	infringement, including both direct profits and indirect profits in the form of sales,								
3	convoyed sales, and licensing of infringing works and derivatives thereof, pursuant to 17								
4	U.S.C. § 504;								
5	F. For an award to Laureate of its actual damages and any additional								
6	profits of Teachscape, pursuant to 17 U.S.C. § 504;								
7	G. For an award of Laureate's attorneys' fees, expenses and costs of suit								
8	incurred as a result of this lawsuit;								
9	H. For an award to Laureate of such other and further relief as this Court								
10	deems just and proper under the circumstances.								
11	Dated: January 22, 2008 Respectfully submitted,								
12	HELLER EHRMAN LLP								
13	By/s/ DANIEL N. KASSABIAN								
14	Attorneys for Plaintiff								
15	LAUREATE EDUCATION, INC.								
16									
17 18	DEMAND FOR JURY TRIAL								
19	In accordance with Endard Dule of Civil Dragodyre 20/h) Plaintiff Laurente								
20	Education Inc. domando a trial business on all iconoc triable bus a iner-								
21	Dated: January 22, 2008 Respectfully submitted,								
22	HELLER EHRMAN LLP								
23									
24	By <u>/s/ DANIEL N. KASSABIAN</u> Attorneys for Plaintiff								
25	LAUREATE EDUCATION, INC.								
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LLP									

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Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

brubeth Geters Register of Copyrights, United States of America

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EFFECTIVE DAVE OF REGISTRATION

10 - 17 DO NOT WHITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK Y Foundation of Reaching and Literacy Development PREVIOUS OR ALTERNATIVE TITLES Y **EDUC 6641** PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a particular, serial, or collection, give information about the collective work in which the contribution appeared.

Title of Collective Work V If published in a periodical or serial give: Valuese ♥ Number W lease Date V NAME OF AUTHOR V DATES OF SIXTH AND DEATH
Year Born W Year Died W A Leureste Education, Inc. Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK d) You □Y⇔ Z No ON NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. V NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Year Born V Year Died V euther" o ork made ire" is mally the syar, not mployee instant b Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK THE STREET IS AND THE S rk made for him"? O Yes Anonymous? DY C No JNo NATURE OF AUTHORSHIP Briefly describe retries of material created by this author in which copyright is claimed. CY CN6 NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Year Born V Year Died W # the work AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK de made for black JY ∃Yes D No NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED THE INFORMATION OF THE PROPERTY OF THE PROPE DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Month October Day 31 COPYRIGHT CLAIMANTIS) Name and address must be given even if the claimant is the same thor given in space 2. W Laureate Education, Inc. / 1001 Fleet Street / Baltimore, MD 21202 ONE DEPOSIT TWO DEPOSITS RECEIVED TRANSFER if the claimant(s) named here in space 4 is (are) different from the author(s) names apace 2, give a brief statement of how the claimant(s) obtained ownership of the cupyright. W FUNDS RECEIVED MR Communication and a subsequence of the same and the same MORE ON BACK > Complete all applicable spaces (numbers 5-9) on the reverse . See detailed instructions. . Sign the farm at time 6.

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Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Register of Copyrights, United States of America

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Marybeth Geters
Register of Copyrights, United States of America

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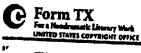
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Mary Seth Geters
Register of Copyrights, United States of Americ

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Programs

- MAT in Elementary Reading & Literacy
- MAT in Elementary Mathematics
- MAT Middle School Mathematics

Master in Art of Teaching with a Focus on Elementary Reading & Literacy K-6

The 10 courses for this degree program are:

Teacher as Leader

As the first course in the MAT program, *Teacher as Leader* establishes foundational knowledge and introduces participants to current research related to teacher leadership. A growing body of evidence seems to show that teacher leaders can initiate positive school reform and actually sustain it. This course focuses on these teacher leaders and examines the specific characteristics of successful teachers. Participants become reflective practitioners as they study the current state of education and many of the leading reform efforts. They learn leadership strategies, and then apply them in their classrooms, schools, and communities. Participants set personal goals outlining ways they can strengthen their commitment to student learning and achievement.

Sample Course Objectives

Participants will:

- · Articulate a personal vision and philosophy of teacher leadership
- Utilize skills for self-assessment as effective practitioners of pedagogical, curricular, and technological expertise through reflective practice
- Collaborate productively and positively within a professional learning community to be more effective practitioners
- Use their communication skills to build a positive climate in schools and a sense of community

Understanding Teaching and Learning

This course focuses on the intricacies of how people learn. It establishes a firm foundation necessary for instructional leaders to make intelligent decisions about the types of teaching strategies and instructional plans they utilize in their classrooms. The course covers recent research related to theories of learning and cognition. Participants are asked to apply these theories in their classrooms so that they will use their knowledge of learning theory to strengthen their instructional practices and commitment to student learning and achievement.

Sample Course Objectives

Participants will:

- Learn to make intelligent decisions about effective teaching strategies
- Develop a critical perspective on learning and cognition regarding educational equity for all students in matters of gender, ethnicity, and culture
- Apply learning theory to instructional practices
- Strengthen their commitment to student learning and achievement

Instructional Design

This course establishes a comprehensive way for teachers to engage in unit planning and instructional design. Based on the intensive backwards-design model (Understanding by Design) of Wiggins & McTighe, teachers learn to "create" curriculum rather than "cover" it. Participants integrate assessment into their planning and create a sequence of learning experiences that logically and meaningfully help students meet required learning goals. In addition, participants learn how to align their instructional design to state and local standards.

Sample Course Objectives

Participants will:

• Examine the three stages of the Understanding by Design (UbD) model

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- · Compare and contrast the UbD framework with the one they are currently using
- Support the meaningful context of a lesson by identifying the "essential questions" students will focus on
- Complete a unit plan that incorporates all three stages of the UbD framework

Effective Assessment

Because today's educational climate demands attention to national, state, and district standards, high-stakes testing is part of the educational landscape that all teachers must learn to navigate. This course grounds teachers in effective ways to assess their students, and how to use this information to modify their instructional practices. Beginning with understanding the many types of assessment methods, participants examine the specific purposes of each and how best to use different assessments in their classrooms. Participants learn how to design effective assessments to meet the particular needs of their students and teaching situations. Techniques to involve students in their own assessment are also included.

Sample Course Objectives

Participants will:

- Identify and define different assessment methods according to three categories:
 Assessment of Learning, Assessment for Learning, and Assessment as Learning
- Examine different grading systems and apply one that best communicates student progress and achievement to others
- Analyze multiple sources of data to identify patterns in student learning and knowledge
- Draw conclusions, and change or modify teaching practices, based upon assessment data

Teacher as Researcher

This course provides the opportunity for teachers to: reflect on and assess their teaching; explore and test new ideas, methods, and materials; assess the effectiveness of the new approaches; share feedback with others; and make decisions about which new approaches to include in their classroom practices. Participants complete an individual research project aimed at a particular problem specific to their classroom situation that addresses student achievement. Next, participants engage in action research, data analysis, and creation and implementation of a plan of intervention based upon their research findings.

Sample Course Objectives

Participants will:

- Examine the theoretical foundations of action research and develop an action research plan
- Compare and contrast qualitative and quantitative data collection techniques
- Analyze and interpret data according to proven processes
- Share and critique action research projects

Meeting the Needs of All Students

This course provides teachers with proven strategies to help them reach all of their students regardless of ability, language development, race, socioeconomic status, gender, and/or learning challenges. Practical and ethical techniques to meet the needs of special student populations are included. Participants learn how to apply strategies to increase student engagement, address students' individual learning styles, and verify the effectiveness of the strategies used. Strategies for strengthening partnerships with parents to facilitate academic achievement of students are also explored and implemented.

Sample Course Objectives

Participants will:

- · Explain and demonstrate what it means to teach responsively
- Deepen understanding of student variance, and apply strategies to support cognitive impairments, difficulties attending to task, learning disabilities, English language learners, above-average abilities, and students who are at risk of failure
- Identify, examine, and apply the nine attitudes and skills of teaching that help all learners
- Employ classroom management techniques that allow for flexible instruction and support responsive teaching

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Foundations of Reading and Literacy

This course provides teachers with a comprehensive knowledge base in the reading process and facility with the most effective instructional and assessment techniques. Based on research from the National Reading Panel and consultation with internationally recognized reading specialists, this course enables participants to identify effective theories and principles for teaching reading in the five major components of the reading process—literacy, phonemic awareness and phonics, fluency, vocabulary, and comprehension—and to apply the most effective instructional plans, methods, and resources in their practice. In addition, the course focuses on methods for assessing reading progress in individuals and groups, and ideas for differentiating instruction for diverse learners.

Sample Course Objectives

Participants will:

- Examine issues related to motivating students to read, and create physical spaces that support reading and writing and critical thinking
- Explore the research foundation and instructional implications of the five areas of reading instruction identified by the National Reading Panel as key to reading success
- Examine elements of effective teaching and learning as they come together in one instructional sequence, and focus on how to improve their instructional techniques
- Plan instructional strategies and techniques based on students' needs, teach while checking for understanding, and reflect based on evidence of student achievement

Assessment & Intervention for Struggling Readers

This course focuses on the particular needs of elementary-aged children who struggle to read, but it also stresses the needs of struggling readers of all ages. Participants will study the research base that explains the common causes for reading difficulties. They will apply research-based instructional strategies to help students increase their reading fluency and comprehension. Participants will also develop an intervention plan to help all their students meet grade-level standards.

Sample Course Objectives

Participants will:

- Define and describe the characteristics of a struggling reader
- Identify and diagnose a particular struggling reader and his/her needs
- Implement research-based instructional strategies specific to the needs of struggling readers
- Develop an intervention plan that aims at increasing the achievement of all students, including struggling readers

Reading in the Content Areas

This course focuses on ways to integrate effective reading strategies into all subject areas of the curriculum. Participants learn strategies for supporting the comprehension of nonfiction texts and the development of content-area vocabulary, as well as motivational techniques for reluctant learners.

Sample Course Objectives

Participants will:

- Employ effective instructional strategies to engage all learners in the reading of informational texts
- Develop subject-area vocabulary that aides in the comprehension of content-specific material
- Utilize strategies that help students make connections to prior learning
- Support the engagement and learning of struggling readers

The Reading and Writing Connection

This course focuses on the writing process and its role in literacy development. As students become fluent readers, they need to balance their literacy time with various types of writing. Participants apply research-based instructional strategles to integrate writing into all subject areas. Specific techniques such as mini-lessons, error analysis, conferencing, and using portfolios are addressed. Each step of the writing process is examined as participants design units of study for their teaching practice.

Sample Course Objectives

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Participants will:

Identify, define, and explain all stages of the writing process
Create learning experiences in which students respond to literature before, during, and after reading

Employ the use of writing portfolios to measure the growth of writing ability over time

• Examine ways to support the independence of reading and writing in the classroom

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Programs

- · MAT in Elementary Reading & Literacy
- MAT in Elementary Mathematics
- MAT Middle School Mathematics

Master in Art of Teaching with a Focus on Mathematics, Grades 6-8

The 10 courses for this degree program are:

Teacher as Leader

As the first course in the MAT program, Teacher as Leader establishes foundational knowledge and introduces participants to current research related to teacher leadership. A growing body of evidence seems to show that teacher leaders can initiate positive school reform and actually sustain it. This course focuses on these teacher leaders and examines the specific characteristics of successful teachers. Participants become reflective practitioners as they study the current state of education and many of the leading reform efforts. They learn leadership strategies, and then apply them in their classrooms, schools, and communities. Participants set personal goals outlining ways they can strengthen their commitment to student learning and achievement. View Sample Course >

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Instructional Design

This course establishes a comprehensive way for teachers to engage in unit planning and instructional design. Based on the intensive backwards-design model (Understanding by Design) of Wiggins & McTighe, teachers learn to "create" curriculum rather than "cover" it. Participants integrate assessment into their planning and create a sequence of learning experiences that logically and meaningfully help students meet required learning goals. In addition, participants learn how to align their instructional design to state and local standards.

Effective Assessment

Because today's educational climate demands attention to national, state, and district standards, high-stakes testing is part of the educational landscape that all teachers must learn to navigate. This course grounds teachers in effective ways to assess their students, and how to use this information to modify their instructional practices. Beginning with understanding the many types of assessment methods, participants examine the specific purposes of each and how best to use different assessments in their classrooms. Participants learn how to design effective assessments to meet the particular needs of their students and teaching situations. Techniques to involve students in their own assessment are also included.

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engagement, address students' individual learning styles, and verify the effectiveness of the strategies used. Strategies for strengthening partnerships with parents to facilitate academic achievement of students are also explored and implemented.

Problem Solving and Number & Operations, Grades 6-8

Learn to engage students in relevant problem solving that helps to deepen mathematical understanding of keys concepts such as fractions, decimals, percents, place value, and number theory.

Measurement and Geometry, Grades 6-8

Explore geometric attributes of length, area, and volume, and apply informal deduction skills to solve real-world problems. As your mathematical content knowledge deepens, you will be able support the learning of your students more effectively.

Algebra, Grades 6-8

Algebra is more than solving equations and graphing functions. Focus on key algebraic concepts, and engage in problem solving with real-life connections that make the learning of seemingly intangible concepts meaningful and relevant.

Data Analysis and Probability, Grades 6–8
Develop an in-depth understanding of the data analysis process that your students are expected to learn. This deeper understanding will, in turn, increase the effectiveness of your mathematics instruction.

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Programs

- MAT in Elementary Reading & Literacy
- MAT in Elementary Mathematics
- MAT Middle School Mathematics

Master in Art of Teaching with a Focus on Elementary Mathematics, Grades K-5

The 10 courses for this degree program are:

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engagement, address students' individual learning styles, and verify the effectiveness of the strategies used. Strategies for strengthening partnerships with parents to facilitate academic achievement of students are also explored and implemented.

Problem Solving and Number & Operations, Grades K-5

Develop deeper understanding of key concepts as you engage in mathematical discourse, problem solve, and share strategies.

Measurement and Geometry, Grades K-5

Apply effective problem-solving strategies to real-world problems, all the while deepening your understanding of mathematical concepts such as length, area, and volume; coordinate geometry; and developing geometric thinking.

Algebra, Grades K-5

Develop true algebraic thinking as you engage in problem solving. Deepen your understanding of patterns, functions, and algebraic symbols to help students.

Data Analysis and Probability, Grades K-5

Work through a real-life data analysis project that allows you to apply knowledge and skills from other mathematical strands to complete. Key concepts such as data collection, graphical representations of data, and measures of center are highlighted.

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EXHIBIT C

HellerEhrmanu

October 7, 2007

Daniel N. Kassabian Daniel.Kassabian@hellerehrman.com Direct +1 (415) 772-6098 Direct Fax +1 (415) 772-1796 Main +1 (415) 772-6000

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Gayle M. Athanacio, Esq. Sonnenschein Nath & Rosenthal LLP 525 Market Street, 26th Floor San Francisco, CA 94105-2708

Re: Canter & Assocs., LLC and Laureate Educ., Inc. v. Teachscape, Inc., No. 07-3225 RS (N.D. Cal.)

Dear Gayle:

I write to find a time for us to meet and confer on case management issues and to propose initial discovery regarding Laureate's copyright infringement claim to break the deadlock between the parties on that issue.

As to case management, the Court's Order Setting Initial Case Management Conference and ADR Deadlines ("Initial CMC Order") and Federal Rule of Civil Procedure 26(f) require the parties to meet and confer about these issues much in advance of our Case Management Conference ("CMC") with the Court, currently scheduled for November 7, 2007. To date, you have deferred or outright rebuffed attempts to reach agreement on any case management-related issue. For example, on September 20th you unilaterally canceled our Rule 26(f) conference scheduled for the morning of the next day, and have proposed no alternative meeting times. Also, although you have indicated agreement to mediation as the ADR process, you have failed to respond to my e-mail forwarding the Stipulation and Proposed Order Selecting ADR Process so that we could file this with the Court. Furthermore, you have not provided any feedback on the draft Stipulated and Proposed Protective Order that I e-mailed to you on September 10, 2007. Finally, during our discussion at the courthouse on September 26th after the hearing on Teachscape's motion to dismiss, you indicated an unwillingness to go forward with Teachscape's obligations to meet and confer or engage in discovery. Indeed, you indicated that Teachscape would not be serving its Rule 26(a) Initial Disclosures that day, even though this deadline for service was set by the Initial CMC Order.

Teachscape's actions to date, including its disregard of a Court-ordered deadline, leads Canter and Laureate to believe that Teachscape intends to employ delay tactics to keep this

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case from progressing to resolution on the merits. Despite this belief, we request (in accord with my prior requests to you) that Teachscape meet and confer on case management issues. Pursuant to Rule 26(f) and given the Court's rescheduling of the CMC for November 7th, such a meeting should happen in advance of October 17th. I am available anytime this week for such a meeting. We also expect Teachscape to provide feedback on the draft Protective Order at that meet and confer, or prior to it. If Teachscape refuses to meaningfully engage in the meet and confer process or refuses to comply with the Court's deadlines, Canter and Laureate will consider moving the Court for relief, including seeking the entry of the Protective Order as currently drafted.

As to the copyright infringement claim, Laureate proposes a compromise that will permit it to adequately substantiate its copyright infringement claim without requiring Teachscape to produce all drafts of all of Teachscape's course materials, which Teachscape considers to be unduly burdensome. Specifically, Laureate is willing to accept, as an initial matter, Teachscape's production of the earliest available draft and final version—i.e., latest version, or published version if publication has occurred—of the course materials for the following Teachscape master's degree programs that are currently offered through Marygrove College or were advertised by Teachscape as a future Teachscape master's degree program through Marygrove:

- (1) Master in the Art of Teaching with a Focus on Curriculum, Instruction & Assessment;
- (2) Master in the Art of Teaching with a Focus on Reading & Literacy, Grades K-6; and
- (3) Master in the Art of Teaching with a Focus on Mathematics, Grades K-5 and Grades 6-8;

To be clear, it is Laureate's understanding that this production would include the course materials for the six "core" courses that appear to be part of all of these programs, namely:

- Teacher as Leader:
- Understanding Teaching and Learning;
- Instructional Design; Effective Assessment;
- Teacher as Researcher; and
- Meeting the Needs of All Students.

Furthermore, the production would include the program-specific courses for each specialization, such as:

- Foundations of Reading and Literacy;
- Assessment & Intervention for Struggling Readers;
- Reading in the Content Areas
- The Reading and Writing Connection
- Problem Solving and Number & Operations, Grades K-5 and Grades 6–8;
- Measurement and Geometry, Grades K-5 and Grades 6–8;
- Algebra, Grades K-5 and Grades 6-8; and
- Data Analysis and Probability, Grades K-5 and Grades 6-8;

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We look forward to your prompt response regarding my request to meet and confer about case management issues. We also look forward to your prompt response regarding our compromise on initial discovery regarding Laureate's copyright infringement claim.

Best regards,

Annette L. Hurst, Esq. (via e-mail only) cc:

Elena M. DiMuzio, Esq. (via e-mail only)

Christine Lepera, Esq. (via e-mail only)

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October 10, 2007

VIA EMAIL AND U.S. MAIL

Daniel Kassabian, Esq. Heller Ehrman LLP 333 Bush Street San Francisco, CA 94104

Re: Canter & Associates, LLC and Laureate Education, Inc. v. Teachscape, Inc.

Dear Dan:

I have received your recent correspondence regarding the above-referenced matter. At the outset, I must say I take issue with both the tone and substance of your letter. In your letter, you suggest that I have "deferred or outright rebuffed attempts to reach agreement on any case management-related issue." This simply is untrue. As you know, Teachscape filed a motion to dismiss which called into question the Court's jurisdiction. No doubt, as a consequence of the pending motion, the court on its own initiative continued the Case Management Conference to November 7th and the date for filing of a joint statement to October 31st. In light of this, and the simple fact that I was sick, I contacted you to cancel the "meet and confer" meeting we had previously scheduled. I have never stated, let alone suggested, I would not engage in a later meet and confer with you should the matter not be resolved by Teachscape's motion.

As to Teachscape's motion, as was clear at the hearing, the judge recognizes the Court's jurisdiction is legitimately in question. Consequently, Teachscape continues to believe it is premature to set dates or discovery plans. Nonetheless, as I advised you over a month ago, to the extent the Court has not ruled on Teachscape's motion or otherwise retained jurisdiction, the most productive manner in which to proceed would be for plaintiffs to make a proposal on case management so that any such proposal can be discussed with Teachscape prior to our meet and confer. To date, you have failed to provide us with any such proposal. Rather, you write ostensibly to propose a "compromise" that will "permit [plaintiffs] to adequately substantiate its copyright infringement claim." However, the simple truth is that Plaintiffs rebuffed Teachscape's prior efforts to assuage Laureate's (albeit unfounded) concerns that its copyrights were infringed. Instead, Laureate misled the Court and suggested that Teachscape outright refused to disclose or placed "unreasonable" demands on any exchange of information. As was apparent at the hearing on Teachscape's motion, the Court was troubled by Plaintiffs filing suit

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without any, let alone an adequate, basis on which to assert a copyright claim. Filing suit and then hoping discovery may "substantiate" a copyright claim is inappropriate, indeed sanctionable.

With this in mind, your "compromise" that Teachscape unilaterally disclose to Plaintiffs its earliest available "draft" and "final" course materials is unacceptable. Your clients, despite our best efforts to resolve the current dispute without litigation, decided to initiate a federal action which Teachscape has no doubt is without merit. Having done so, you are now bound by the rules of this Court. Until such time as the Court rules on Teachscape's motion and authorizes discovery, Teachscape will not voluntarily agree to allow you to engage in the costly and burdensome fishing expedition in which you seek to engage. As you cannot seriously doubt, the judge was wholly unimpressed with Plaintiffs' purported need to review drafts of materials in order to assess whether there was any merit to Laureate's copyright infringement claim. While Teachscape has no doubt that a review of its material will prove to any reasonable observer that Plaintiffs' claims are completely without merit, past experience has shown that Plaintiffs are simply not reasonable when it comes to the present dispute.

Having said this, Teachscape will fully comply with its obligations under the applicable rules. Thus, if you would send to me at your earliest convenience your proposal for case management, we can discuss it with our client and be prepared to have an intelligent discussion with you about it. We will in kind forward to you a proposed protective order, provided you agree that by doing so, Teachscape is in no way waiving its right to object to any or all discovery.

As to your proposed stipulation on ADR, as I informed you, Teachscape is amenable to mediation. Again, however, court-ordered mediation seems premature when the Court's jurisdiction is in question. Consequently, we have revised your stipulation to recognize the agreement in principle to mediation, but noting that ordering mediation at this time is not warranted. A copy of our proposed stipulation is attached.

I believe I have addressed all of the substantive matters raised in your letter. If I have missed anything, or you would like to discuss the matter further, please feel free to call me.

Very truly yours,

SONNENSCHEIN NATH & ROSENTHAL LLP

Gayle M. Athanacio

(Munaca)

Enclosure